

A Network Service Response

Prepared Exclusively for

Louisville Metro Government

RFI for Broadband Upgrade &
Infrastructure Expansion

January 31, 2014

Roman Lind
Senior Account Executive
(502) 489-2756
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REQUEST FOR INFORMATION

SUBJECT: Broadband Infrastructure Upgrade and Expansion

INQUIRIES: All inquiries or questions must be directed to Ted Smith, Chief of Economic Growth and Innovation, 502-574-4140, or fax 502-574-4143 or email Ted.Smith@louisvilleky.gov.

Questions must be received no later than December 31, 2013. If a determination is made that a clarification or change to the RFI document is required, a written addendum will be mailed or faxed by the Department of Economic Growth and Innovation to all RFI document holders. Respondents are responsible for obtaining all RFI materials.

DEADLINE AND PROCEDURES FOR SUBMITTING RESPONSES: Responses must be received by Louisville Metro Government in the Department of Economic Growth and Innovation no later than 3:00 PM EST on January 31, 2014. The Department of Economic Growth and Innovation can be reached at telephone number 502-574-4140.

Responses must be delivered to the following address:

Ted Smith
Chief of Innovation
Department of Economic Growth and Innovation
444 South Fifth St., Ste. 600
Louisville, KY 40202

Submit one (1) hard copy and one (1) cd of your response including any product literature or data. Submittals shall be labeled: "RFI for Broadband Upgrade and Infrastructure Expansion." Please return this sheet with completed information below as a part of your submittal documents.

Responding to this RFI is not a pre-requisite for responding to any subsequent solicitations relating to this project.



tw telecom inc.
10475 Park Meadows Drive
Littleton, CO 80124

January 31, 2014

Ted Smith
Chief of Economic Growth and Innovation
Louisville Metro Government
444 South Fifth St., Ste. 600
Louisville, KY 40202
ted.smith@louisvilleky.gov

RE: Broadband Infrastructure Upgrade and Expansion RFI

Dear Mr. Smith,

Louisville Metro Government (LMG) is gathering ideas and recommendations for developing, upgrading, and expanding broadband infrastructure in the city, as well as improving access to high-speed Internet for residents across Louisville. **tw telecom** is excited to be included in LMG's investigation into the development of a comprehensive telecommunications infrastructure that supports economic development and other public purposes.

tw telecom has an established legacy of providing Federal, State and Local governments with advanced communications solutions that scale—all while staying within tight procurement guidelines. We have the experience and proven reliability to assist LMG in create a world-leading gigabit-capable network in targeted commercial corridors as well as enable you to deliver gigabit Internet service at cost-effective prices. **tw telecom** looks forward to future collaboration and discussions with LMG on how we can facilitate the growth you strive to achieve.

We appreciate the opportunity to submit this response and look forward to helping LMG achieve its business goals. We want to earn your trust for many years to come. Please feel free to contact me if you have any questions. We look forward to the next step in your selection process.

Sincerely,

Roman Lind
Senior Account Executive
(502) 489-2756
roman.lind@twtelecom.com

Confidentiality Statement

*The information contained in this proposal is proprietary and confidential and is being provided to Louisville Metro Government (LMG) on a strictly confidential and limited use basis. Title to all copyright, trademark, trade secret, intellectual property and other ownership rights in the subject matter of this proposal shall be and remain exclusively with **tw telecom holdings inc. (tw telecom)** or its affiliates, even with respect to items that were created by **tw telecom** specifically in connection with the proposal. No title, copyright, trademark, trade secret, intellectual property or other ownership rights to property held by **tw telecom** are transferred to LMG.*

*LMG shall keep the information in this proposal confidential and shall not duplicate, distribute or otherwise disseminate any such information except as required for purposes of evaluating this proposal. LMG shall cause its agents and employees, and any other parties or persons who may have access to the information herein, to observe and protect the confidentiality of such information and LMG shall safeguard the information herein with the same degree of care that LMG accords its own confidential information, but in no event less than a commercially reasonable degree of care. LMG shall be liable for any breach of confidentiality by any of its employees, agents or other persons who obtain access to or possession of any of **tw telecom**'s information from or through LMG.*

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Executive Summary

LMG is looking for ways to meet the needs of current and future businesses and residents in order to foster innovation, drive job creation and stimulate economic growth. A partnership with a leading national telecommunication provider who can work with LMG to reach out to the businesses and communities and achieve the economic goals is exactly what LMG needs.

tw telecom is a leading national provider of managed services, including Business Ethernet, converged and IP VPN solutions for enterprises throughout the U.S. and globally. **tw telecom** also delivers secure, scalable private connections for transport data networking, Internet access, voice, VPN, VoIP and security to large organizations and communications services companies. Employing a resilient fiber network infrastructure, robust product portfolio and its own Intelligent Network capabilities, **tw telecom** delivers customers overall economic value, an industry-leading quality service experience, and improved business productivity. For 20 years we have provided advanced enterprise expertise, industry-leading products and a strategy to enable businesses to meet their network demands.

Our Vision

People working with people to change the way businesses connect and communicate.

Our Values

Service. Integrity. Flexibility. Teamwork.

Our Promise

Closer to the Customer

The tw telecom Difference

Exceptional Customer Experience: Customers consistently rate their **tw telecom** experience as superior to other telecom providers. Our “customer-first” mindset results in high customer retention and satisfaction.

Financial Strength: **tw telecom** is a strong and growing market performer. We continually invest in our own network strength. This provides growth that scales with your business.

Strength in Service: **tw telecom** is continually expanding its nationwide fiber footprint, adding more commercial buildings on-net and working with our preferred partners to bring customer solutions tailored to business needs.

Recognized Industry Leader: We have proven ourselves through leadership in the telecom scene. Four **tw telecom** services are Metro Ethernet Forum (MEF) Carrier 2.0 certified, we have ranked among Vertical Systems Group’s Top Three Business Ethernet Providers since 2006, and we’ve recently earned top rewards from MEF, ATLANTIC-ACM, and Light Reading.

Helping LMG Reach Your Goals

tw telecom has nationwide experience in expanding city and municipality telecommunication networks, and we are consistently growing our footprint and creating new partnerships across the U.S. as we continue to expand our reach and help our customers reach their goals. We have the capacity to provide LMG with a world-leading gigabit-capable network in targeted commercial areas, and we offer a variety of Internet speeds and options to fit LMG's and the businesses that operate within LMG's needs.

We began offering Internet services in April, 1999. Since this time, we have grown our backbone from a T1/DS-3 to a 10 Gbps IP MPLS network service 75 markets. **tw telecom**'s Internet services deliver high-quality, high-speed connections for companies who depend on the Internet for critical application. **tw telecom**'s robust 10 Gbps IP MPLS backbone with a redundant IP core architecture, diverse network routes, and strong peering relationships that ensure traffic reaches its destination quickly and reliably make that very apparent. All Internet access is not created equal, and **tw telecom**'s Internet services aren't equal—they're better.

If additional information is requested, or if LMG would like to discuss a possible partnership with **tw telecom**, please contact Roman Lind at (502) 489-2756.

tw telecom History and Address

Corporate History

Rooted in the rich heritage of communications giants, **tw telecom** was founded in 1993 as a joint venture between US WEST (a Regional Bell Operating Company) and Time Warner. We have rapidly evolved our business, specializing in delivering facilities-based communications solutions for enterprise and carrier customers, as well as local and federal government agencies.

In 1998, **tw telecom** became a company, and in May 1999, issued an initial public offering (IPO). In 2008, **tw telecom** became the official company name. **tw telecom** provides services to customers through its wholly-owned operating company, **tw telecom holdings inc.**, which in turn owns local operating entities that are certified to provide service in markets throughout the U.S.

tw telecom's history provides a strong foundation to support our continued growth, and instills a unique industry perspective exhibited in our aggressive approach to pushing technological boundaries and dedication to excellence in customer service.

Corporate and Local Office Addresses

Corporate Headquarters

10475 Park Meadows Drive
Littleton, CO 80124
800-829-0420
www.twtelecom.com

Louisville Sales Office

Meidinger Tower
462 S. 4th St., Suite 2400
Louisville, KY 40202
(502) 719-2274

tw telecom Overview

tw telecom is a leading national provider of managed services, specializing in business Ethernet, data networking, converged, IP-based virtual private network (IP VPN), Internet access, voice, including voice-over-Internet-Protocol (VOIP), and network security services to enterprise organizations, including public sector entities, and carriers throughout the U.S., including their global locations. Our revenue is derived from business communication services, including data, high-speed Internet access, network and voice services. Our customers include, among others, enterprise organizations in the financial services, technology and scientific, health care, distribution, manufacturing and professional services industries, public sector entities, system integrators and communications service providers, including ILECs, CLECs, wireless communication companies and cable companies.

Through our subsidiaries, we serve 75 U.S. metropolitan markets with our extensive fiber facilities that are connected by our regional fiber facilities and national IP Backbone. As of September 30, 2013, our fiber network spanned approximately 30,000 route miles (including approximately 23,000 metropolitan miles), connecting to 19,648 buildings served directly by our local fiber facilities. Our fiber networks also connect to over 400 key third party data centers across the country where customers deploy their own equipment or connect to cloud service providers. We continue to extend our fiber footprint within our existing markets by connecting our network into additional locations and to expand our data, voice and IP networking capabilities between our markets, supporting secure end-to-end business Ethernet, IP VPN and converged solutions for customers.

We're focusing on delivering better, faster and easier capabilities that solve customers' challenges. **tw telecom** designs solutions with automation and rapid connectivity to improve customers' ability to shop, buy, consume and manage their dedicated network services on demand.

Services

We deliver a portfolio of scalable, integrated and managed network solutions service customers' complex network needs and IT requirements. We provide solutions to enterprise customer, ranging from small businesses to Fortune 500 enterprises, city, state and federal government entities, as well as carriers and other communication service providers. We continue to expand our service portfolio to meet our customers' future networking demands, including new enterprise software applications, data storage, cloud computing, collaboration and security needs. Our primary service offerings are:

- **Data and Managed Services**
 - Local Solutions
 - Wide Area Solutions
 - Managed Services
 - Intelligent Network
- **Internet Services**
- **Integrated Services**
- **Network Services**
 - Private Line
 - Special Access Transport Arrangements

Louisville Metro Government Broadband Infrastructure Upgrade and Expansion RFI

tw telecom Overview

- Metropolitan and Regional Connectivity
- **Voice Services**
- **Intercarrier Services**

tw telecom Customers

We serve both business enterprise and carrier customers. Our enterprise customers include businesses that are data and IT intensive and are primarily in financial services, technology and scientific, health care, distribution, manufacturing and professional services industries, systems integrators and public sector entities. Our carrier customers include ILECs, competitive local exchange carriers (CLECs), wireless communications companies and cable companies.

tw telecom's Business Strategy

Our objective is to be the leading national provider of high quality business networking solutions leveraging our integrated network, operational capabilities, dedicated people, local presence, personalized customer experience and advanced support systems to meet the complex and evolving needs of our customer and increase stockholder value. The key elements of our business strategy include the following:

- **Focus Our Service Offerings to Meet the Complex and Evolving Needs of Our Customers**
- **Capitalize on the Increased Demand for Connectivity Created by the New Information Technology (IT) Environment to Enable Customers' IT and Business Strategies**
- **Deliver a Customer Care Strategy that Differentiates Us from Our Competitors**
- **Leverage Our Local Presence on a National Scale with Global Reach**
- **Enhance Our Multi-Channel Sales Strategy**
- **Broaden Our Reach and Capabilities to Position Us for Longer-Term Growth and Operational Scale by Employing Our Disciplined Capital Allocation Strategy**
- **Invest in Our People to Drive the Execution of Our Strategies**

Our business strategy, as it relates to LMG's broadband infrastructure upgrade and expansion and like projects, is to invest for near and long-term growth. We maintain a disciplined approach to capital spending to maximize revenue growth while maintaining attractive rates of return on capital invested to connect customers with our network. We continue to innovate and invest in our business throughout various economic cycles in order to position us for long-term growth. These investments enable us to expand our market opportunity, extend our fiber network and increase both our operational and service capabilities to meet our customers' growing and complex needs. Elements of our strategy include:

- **Success-Based Investments.** The majority of our investments are success-based, driven by customer sales, and include cost to expand our fiber-connected buildings and add equipment and capacity to our network, which must meet certain financial return criteria. In addition to funding current customer opportunities, these investments allow us to reach additional potential customer for future growth. This category of investments is intended to reach their incremental return thresholds within the short to medium term.
- **Long-Term Strategic Investments.** These investments fund geographic expansions within our markets and adjacent markets, technological advancements of our network and service capabilities for future growth and enhancements to our back office support systems and customer interfaces to increase employee productivity and enhance the customer experience. These investments include fiber construction, strategic fiber purchases, equipment purchases and IT system enhancements for service advancements and automation, among others, all of which have a longer term expected return on investment.

Competition and tw telecom's Competitive Strengths

We compete with other carriers primarily on service offering, network capabilities, service quality and customer service. In addition, we must price our services competitively with both the local market for those services and the market for national solutions. In our industry, technological advances and a competitive market have consistently caused general downward pricing pressure across our service portfolio. Competition varies across local markets and products which deliver national solutions, depending on the number and type of competitors in the market, their capabilities and the customer segment.

Our primary competition is from the ILECs, CLECs and cable companies. The ILECs, primarily AT&T Inc., Verizon Communications, Inc. and CenturyLink Inc., other CLECs and some cable companies offer services substantially similar to some of those we offer and target some of the same customers.

Our competitive strengths include our flexibility in providing customer-specific critical business solutions, our robust data and IP capabilities, our integrated network, our nation-wide footprint of metropolitan markets served with our extensive fiber facilities and building connections that are connected by our regional fiber facilities and national IP backbone, our Intelligent Network capabilities, which we believe represent unique technological advancements, our interconnection with other carriers, network redundancy and disaster recovery capabilities. We believe that our focus on customer service and our operational execution provides us with a competitive advantage over most other CLECs that have limited capabilities to serve carrier POP and data center locations and more limited service offerings.

**Louisville Metro Government
Broadband Infrastructure Upgrade and
Expansion RFI**

LMG's Local Account Team

LMG's Local Account Team

Your **tw telecom** support team is available during normal business hours to address account management and business issues. The Network Operations Center is available 24x7x365 to provide support for technical configuration management and administration, problem resolution and operations.

Maintenance & Trouble Reporting: (800) 829-0420

Senior Account Executive – PRIMARY CONTACT <ul style="list-style-type: none"> Lead member of your support team, with a focus on the delivery of new services and applications Specializes in designing network solutions for any of your needs. 	Roman Lind 462 S 4 th St, Suite 2400 Louisville, KY 40202 (502) 489-2756 Desk (502) 489-2756 Cell roman.lind@twtelecom.com
Sr. Network Application Engineer <ul style="list-style-type: none"> Supports any technical aspects of your solutions and services pre and post sales. Assists in all pre-sales design, configuration, diagrams and requirements as well as ongoing support and review with the lead of the Account Executive. Works in tandem with Network Application Engineer as part of the account team to provide complete technical support resources for any and all applications/services. 	Jonathan Schneider (502) 719-4000 Desk (502) 523-5281 Cell jonathan.schneider@twtelecom.com
City Sales Manager <ul style="list-style-type: none"> The manager responsible for the assignment and performance of the Account Executive and overall account team. Frequently supports complex application opportunities and can serve as a point of contact for the escalation of issues or needs. 	Bruce Burmester (502) 719-2398 Desk bruce.burmester@twtelecom.com
Manager of Operations <ul style="list-style-type: none"> Responsible for the installation, test & turn up of circuit, and maintenance of equipment and circuits. Manages technicians to ensure we build and maintain the highest performing network possible. 	Robbie West (502) 719-2250 Desk (502) 641-4513 Cell robbie.west@twtelecom.com
Director of Operations <ul style="list-style-type: none"> Responsible for the city infrastructure. Manages technicians, engineers and outside plant team to ensure we build and maintain the highest performing network possible. 	Judy Shepherd (502) 719-0644 Desk (502) 642-2268 Cell judy.shepherd@twtelecom.com
Vice President/General Manager <ul style="list-style-type: none"> The VP/GM is responsible for the overall performance of the entire City market. The VP/GM predominantly serves as an executive level contact with in our client base and also can serve as a point-of-contact for the escalation of issues or needs. 	Joe Paulin (502) 719-2276 Desk (502) 588-0516 Cell joseph.paulin@twtelecom.com

tw telecom's Experience

tw telecom's experience in effectively collaborating with city markets on local network expansion projects includes, but is not limited to [Kansas City](#), [Atlanta](#), [Phoenix](#) and [Orange County](#). Much of our growth and expanding national footprint is because of mutually beneficial partnerships with cities and local governments. These types of relationships are so important to **tw telecom** that one of the key elements of our business strategy, as mentioned previously, is to *"Broaden Our Reach and Capabilities to Position Us for Longer-Term Growth and Operational Scale by Employing Our Disciplined Capital Allocation Strategy."*

The press releases linked above have also been provided in Appendix A.

Supported Contract Vehicles

tw telecom has multiple contract vehicles in place that offer a complete range of voice, data, and Internet services. Our scalable, cost-effective solutions help state and local government agencies be more effective, and launch new services that drive community growth.

tw telecom currently supports the following contract vehicles:

- GSA Multiple Award Schedule 70 – **tw telecom** Contract #GS-35F-0426R
- MSS, Local Transport, Internet, Native LAN Service, Extended NLAN, Long Haul Transport, Wavelength Services, Storage Transport Services
- State of Arizona Contract
- State of Hawaii Contract
- State of New York Contract
- State of Ohio Contract
- State of Texas Contract

tw telecom Financials

Financial Stability

With an extremely solid financial foundation, **tw telecom** is able to support and invest in our vast network of solutions - and continue to deliver the services our customers expect. Our investment strategy has generated many consecutive quarters of revenue growth and positive net income. **tw telecom** is listed on NASDAQ as TWTC.

For the quarter ended September 30, 2013 **tw telecom**:

- Grew total revenue 6.6% year-over-year¹
- Grew enterprise revenue 8.5% year-over-year¹
- Grew data and Internet revenue 14.1% year-over-year¹
- Delivered a 35.2% Modified EBITDA margin
- Executed \$106.6 million of share repurchases
- Delivered net income of \$17.3 million or, \$0.12 basic earnings per share
- 19,648 on-net, fiber-connected buildings
- 36 consecutive quarters of sequential total revenue growth
- Generated \$16.2 million of levered free cash flow for 3Q 2013

¹ For 3Q 2013 compared to 3Q 2012

Additional highlights:

- 45 consecutive quarters of sequential enterprise revenue growth
- 36 consecutive quarters of sequential total revenue growth
- Generated \$16.2 million of levered free cash flow for Q3 2013

tw telecom's 2012 Annual Report has been included at the back of this response binder.

Louisville Metro Government Broadband Infrastructure Upgrade and Expansion RFI

Geographic Areas

Geographic Areas

Approximately 30,000 route miles connecting to 19,648 buildings make up **tw telecom**'s national footprint. We also leverage our relationship and agreements with other carriers to provide services nationwide and globally.



Market Expansion

A recent press release from November 6, 2013 announced **tw telecom**'s multi-market expansion that will increase our addressable market by expanding our metro-fiber footprint approximately 17%. As part of the expansion, in 2014 **tw telecom** expects to enter into 5 new high-demand markets and accelerate the density of our metro-fiber footprint in 27 existing markets. In addition to this metro market expansion, **tw telecom** is also increasing our regional fiber footprint, which provides greater capacity, increased network control and cost effective connectivity.

The full press release has been provided in Appendix A.

Network Characteristics

Overview

Our integrated network infrastructure combines physical fiber assets and equipment with software-enabled or “logical” capabilities that provide a cost effective platform for the layering of our services and enables us to manage our customers’ needs and to scale our customer service support. Our local, regional and national network utilizes advanced architectures and technologies to deliver high capacity, scalable and resilient network services. Our local markets are interconnected through our IP backbone utilizing multiple standard protocols and operate on fully redundant routers which enable us to deliver services between markets and to the public Internet.

We have designed and constructed our integrated network infrastructure over fiber rings generally using path diversity equipped with electronics that automatically re-route service if a network impairment such as a fiber cut occurs. Our integrated network supports our customers’ application needs through business Ethernet services using state of the art network equipment or optical networking services, leveraging DWDM or SONET technology.

Our VoIP services utilize our packet-based soft switches and media gateways located in our local markets. This equipment is smaller and more cost-effective than traditional PSTN end office switches. Our soft switches are interconnected using a VoIP enabled, private IP backbone that operates on our integrated network. Our VoIP network architecture also supports complex disaster recovery services for customers having mission critical voice requirements.

Our integrated network assets and architecture provide the foundation for evolving advanced capabilities that we refer to as the “Intelligent Network” (see “Services—Data and Managed Services—Intelligent Network”). Through the evolution of these capabilities, we are providing customers with the ability to manage their own network services using decision making tools, including network performance information obtained through Enhanced Management and flexible capacity, and planned service offerings to enable customers real time control over the prioritization of their traffic on their services, either manually through our customer portal or using automation through application program interfaces.

Local Market Technical Overview

We serve our customers from central offices that are strategically positioned throughout our local markets. The central offices house the network equipment needed to interconnect customers with each other and with other local exchange, Internet and Ethernet networks. We deploy Ethernet switches, routers, soft switches, media gateways and other electronic network devices in our central offices that are generally configured with redundant electronics and power supplies capable of automatically switching to backup equipment in the event of hardware impairments or failures. This redundancy provides protection to our customers and helps reduce the incidence of service interruptions. We also install and manage our electronics on our customers’ premises to interface with their communications equipment.

Our network is interconnected with multiple ILECs and other carriers for transport and voice services, and our network backbone is connected directly with several external networks to increase our network reach and access. We provide IP VPN service to international locations through arrangements with international network providers and provide a converged VPN solution to our customers’ locations outside of our network through the use of facilities provided by other carriers. We have peering and transit connections

with external network vendors that provide our customers exit points from our network to the public Internet. We also have voice peering connections to exchange voice services and features using VoIP-related protocols that are more efficient and offer more capacity and resiliency than traditional TDM trunking connections.

Fiber Lease and License Agreements

We provide a substantial portion of our services entirely on fiber network facilities that we constructed, purchased from other providers or obtained through acquisitions. We also license fiber network facilities through indefeasible rights of use agreements or other similar long term licensing or leasing arrangements (collectively “IRUs”) from other fiber providers. Similarly, our Capacity License Agreements with Time Warner Cable, Comcast Corporation and Bright House Networks, LLC (collectively, the “Cable Operations”), provide us with an exclusive right to use all of the capacity of specified fiber-optic cable owned by the Cable Operations in 23 markets for a term that expires in 2028. The Capacity License Agreements do not restrict us from constructing or licensing fiber-optic capacity from other parties in the markets where we license fiber network facilities from the Cable Operations.

Network Monitoring and Management

We provide a single point of contact for our customers and consolidate our systems support and technical expertise for management of our customer and internal networks at our two network operations centers in metropolitan locations near Denver, Colorado and St. Louis, Missouri. These two centers offer capability for redundancy and overlap coverage for our customer networks. We provide 24x7x365 surveillance and monitoring of networks to achieve a high level of network reliability and performance. Network analysts monitor real-time alarm, status, and performance information for network and customer services, which allows us to react swiftly to repair network or service trouble. We continue to enhance our capabilities and programs that focus on network health and stability and enable us to address network issues before they impact our customers.

Information Technology Solutions

We focus our efforts on creating and deploying applications, systems and technology that optimize our business and increase operational scale through the use of automation and customer self-service portals. We have invested in applications and systems that increase our workforce productivity and decrease manual touch points. This strategy has also enhanced our ability to manage our customers’ experience and increased the ease of doing business with us by making information available to our customers in a unified and comprehensive way. We blend the purchase of proven, commercially available software that can be tailored to our business processes, and in-house developed applications that conform to our architectural framework. We select systems that are flexible enough to conform to a rapidly changing environment, while being scalable and easily maintained and enhanced.

We continue to evaluate and implement new technologies and applications to further enhance the integration of our enterprise applications so that data flows efficiently and accurately between applications and manual touch points are minimized. Our systems utilize open system standards and architectures, allowing interoperability with third party systems and applications.

Information Systems Infrastructure

We maintain corporate data centers in Colorado and Texas to support our corporate applications and systems and provide redundancy for our critical corporate applications and systems. Each of our data centers is equipped with state of the art computing capability, storage networks and high availability corporate voice and data services. We use advanced server technology running virtual machine software that has increased computing capacity significantly while reducing environmental and space costs. We host and operate our own corporate private clouds, which provide cost efficient and reliable software and application services for our highly distributed user community. We manage our desktop technology assets, corporate voice and data services centrally to ensure consistency and compatibility between all corporate facilities. Our infrastructure also supports employee mobility and diversity of employee access points to systems to minimize productivity loss due to weather and other potential business interruptions.

We have established a dedicated security team to proactively address the security of our networks and internal and customer-facing systems, employing state of the art systems to detect and protect against intrusions. We also engage all of our employees in our security program through training and communication. The security team also provides input into our new service development process.

Network Development and Application Laboratory

We have a laboratory that is equipped with advanced systems and equipment, including those we use in the operation of our network. The technology lab is designed to provide a self-contained testing and integration environment for the purposes of:

- Verifying the technical and operational integrity of new equipment prior to installation in the network;
- Developing new services and applications;
- Providing a realistic training environment for technicians, engineers, and others;
- Providing a network simulation environment to assist in fault isolation and recovery; and
- Providing a network simulation environment to verify network load, scale, and overlay of our products and services.

Regulatory Compliance

As a certified competitive telecommunications provider, we are subject to regulation by the Federal Communications Commission (FCC), state regulatory authorities and local government agencies. We have obtained the required authorizations to provide intrastate telecommunication services in 40 states and the District of Columbia (including Kentucky). These authorizations cover traditional voice services, private line services as well as switched access. We provide Internet Access and interstate private line-type services throughout our service area that do not require individual state certifications.

Additionally, where we have placed facilities in the public right-of-way, we have obtained the necessary permits, licenses and or franchises from local authorities.

tw telecom and the FCC

In May 2013, **tw telecom**'s Chairman, CEO and President, Larissa Herda, was appointed to lead the FCC's Communications, Security, Reliability and Interoperability Council (CSRIC).

The full press release has been provided in Appendix A.

General Terms for RFI

A. Disclaimer

Responses to this RFI become the exclusive property of LMG. All documents submitted in response to this RFI may be regarded as public records and may be subject to disclosure. This RFI is issued solely for information and planning purposes and does not constitute a solicitation. No material submitted in response to this RFI will be returned. Respondents are solely responsible for all expenses associated with responding to this RFI.

1. Confidentiality

All submissions are subject to the Kentucky Open Records Act (Kentucky Revised Statutes, sections 61.870 – 61.884). To the extent that respondents desire to submit proprietary information to LMG, LMG represents that it will use all reasonable efforts to claim available exemptions under the Open Records Act (“ORA”), and will notify the affected respondent if an ORA request is received in connection with that proprietary information. All materials that the respondent believes are proprietary **MUST** be labeled “Proprietary, privileged and confidential.” LMG cannot guarantee that its efforts to claim available exemptions will be successful and LMG may be required to disclose the respondent’s information.

2. Incurred Costs

LMG will not be liable in any way for any costs incurred by respondents in replying to this RFI, including, but not limited to, costs associated with preparing the response or participating in any site visits, demonstrations, conferences or oral presentations.

tw telecom's Response to General Terms for RFI

tw telecom has read and understands LMG's General Terms for the RFI.

This RFI is being bid per the **tw telecom** Standard Terms and Conditions. TWTC provides services that are governed by these Standard Terms and Conditions and applicable service order forms, containing the details about how the services are provided, which are tied to TWTC's internal systems and are necessary to allow TWTC to provide the services. If TWTC is awarded some or all of the services as a result of the RFI, Customer and TWTC shall execute the tw telecom Standard Terms and Conditions, certain provisions of which may be negotiated to reach a mutual agreement. To the extent contractual terms in this RFI conflict with the Standard Terms and Conditions, the Standard Terms and Conditions will prevail. Failure to include particular objections or exceptions in this response does not imply that TWTC agrees to all terms in the Request for Information.

LMG's Confidentiality Statement

Confidentiality Statement

The undersigned, on behalf of tw telecom ("Respondent"), executes this Confidentiality Statement ("Statement") as of the 24th day of January, 2014.

Background:

Respondent is considering whether to respond to the Request for Information ("RFI") issued by Louisville/Jefferson County Metro Government ("LMG"), regarding the construction and operation of a broadband network. In order to assist Respondent in its preparation of its response to the RFI, LMG will provide Respondent with certain non-public information ("Confidential Information") about the city's infrastructure. The Confidential Information includes but is not limited to, a map or maps of Louisville, showing existing lit and dark fiber, water and sewer openings, underground freight tunnels, and other sub-surface infrastructure of the city that, for security and safety reasons, is not publicly available.

LMG considers some or all of the Confidential Information to be exempt from disclosure pursuant to the Kentucky Open Records Act and/or other laws or regulations relating to critical infrastructure information. However, in the interest of cooperating with Respondent and its exploration of possibilities relating to the RFI, LMG is providing the Confidential Information with the understanding that it will be used only for the purpose of responding to the RFI, and will under no circumstances be distributed publicly without the express written permission of LMG.

Respondent understands that in discussing and providing Confidential Information to Respondent, LMG does not waive any exemption(s) or privilege(s) from disclosure that it otherwise possesses under the Kentucky Open Records Act, or under any other state or federal law or regulation.

In recognition of the benefits to Respondent of receiving Confidential Information from LMG, Respondent will undertake the following obligations with respect to the Confidential Information:

Respondent's Obligations:

1. Respondent will maintain the confidentiality of the Confidential Information whether transmitted in writing, verbally, or electronically.
2. Respondent will only have a duty to protect Confidential Information if it is disclosed in a manner in which Metro Government reasonably communicated, or Respondent should reasonably have understood under the circumstances, that the disclosure should be treated as confidential, whether or not the specific designation "confidential" or any similar designation is used.
3. Respondent may use Confidential Information only for the purpose of responding to the RFI. Respondent will use a reasonable degree of care to protect the Confidential Information and to prevent any unauthorized use or disclosure of Confidential Information. Respondent may share the Confidential Information with its employees, directors, agents or third party contractors who need to know it and if they have agreed with Respondent in writing to keep the information confidential. Respondent will promptly notify LMG of any unauthorized access to Confidential Information of which Respondent becomes aware.

**Louisville Metro Government
Broadband Infrastructure Upgrade and
Expansion RFI**

LMG's Confidentiality Statement

4. Consistent with applicable Kentucky privacy laws, and subject to the provisions of the Kentucky Open Records Act, Respondent shall: (a) protect all Confidential Information using the same practices it uses to protect trade secrets, (b) notify LMG immediately upon receipt of a request if Respondent believes a response to a request requires the disclosure of Confidential Information and (c) immediately provide LMG with a copy of any request by a third party seeking inspection and copies of such Confidential Information from Respondent. Respondent may disclose Confidential Information by subpoena or otherwise when compelled to do so by law if it provides reasonable prior notice to LMG unless a court orders that LMG not be given notice. However, LMG may oppose release at LMG's expense. Respondent must provide assistance to LMG in opposing the subpoena or request.
5. Confidential Information does not include information that (a) was known to Respondent without restriction before receipt from Metro Government; (b) is publicly available through no fault of Respondent; (c) is rightfully received by Respondent from a third party without a duty of confidentiality; or (d) is independently developed by Respondent.
6. Respondent will make copies of the confidential Information only as reasonably necessary for Respondent to engage in the purpose of responding to the RFI. Because Confidential Information is confidential for public safety or security reasons, all copies of such information including the original(s) must be returned to LMG or destroyed when no longer needed for the purpose of responding to the RFI. However, in no event are copies to be retained longer than one year from the date of this Statement unless otherwise permitted by LMG in writing.
7. Respondent understands that LMG is under no obligation to proceed with any business transaction with it.
8. Respondent understands that it does not acquire any intellectual property rights to the Confidential Information except the limited rights necessary to use the Confidential Information for the purpose of responding to the RFI.
9. By accepting the Confidential Information, Respondent understands and acknowledges that the exclusive venue for any dispute relating to it shall be the state courts of Kentucky or the U.S. District Court for the Western District of Kentucky, Louisville Division, and that its obligations with respect to the Confidential Information will be governed by the laws of the State of Kentucky, including its conflict-of-laws principles.
10. Respondent represents and warrants that its undersigned officer has full authority and capacity to execute this Statement on its behalf.

By: _____



Name: Joe Paulin

Title: VP/General Manager

Appendix A – Press Releases

Experience Section

- [“tw telecom Grows Fiber Network to Serve Expanding Kansas City Business Areas”](#)
- [“tw telecom Expands Fiber Network to Atlanta’s Fastest Growing Business Areas”](#)
- [“tw telecom Expands Phoenix Metro Market Footprint”](#)
- [“Time Warner Telecom Wins \\$1.2 Million Contract to Deliver Data Services to the County of Orange”](#)

Geographic Areas Section

- [“tw telecom Announces Accelerated Market Expansion”](#)

Regulatory Compliance Section

- [“tw telecom Chief Executive Larissa Herda Named Chair of FCC Council”](#)